



CORPORATION SERVICE COMPANY

RECORDATION NO. 23814-E FILED

JUN 28 '07

4-40 PM

SURFACE TRANSPORTATION BOARD



June 25, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 965767/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/31/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Total Petrochemicals USA, Inc. fka Atofina Petrochemicals Inc.
1201 Louisiana Street
Houston, TX 77002

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4th day of Dec, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and TOTAL PETROCHEMICALS USA, INC. f/k/a ATOFINA PETROCHEMICALS, INC., a Delaware corporation, with an address at 1201 Louisiana Street, Houston, Texas 77002 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 31, 2001 covering certain equipment described therein and with respect to which hereto a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 10, 2002 as recordation number 23814.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: _____
Title: William P. O'Brien
Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare that the foregoing is true and correct.

TOTAL PETROCHEMICALS USA, INC.,
f/k/a ATOFINA PETROCHEMICALS, INC.

By: Rob Maes
Name: COMMERCIAL ADVISOR
Title: 12/4/06

Schedule A

Number of Cars

Equipment Description

120

6,245 C.F. plastic pellet covered hopper car

1	CEFX	54229	53	CEFX	54339	105	CEFX	54392
2	CEFX	54245	54	CEFX	54340	106	CEFX	54394
3	CEFX	54258	55	CEFX	54341	107	CEFX	54395
4	CEFX	54270	56	CEFX	54342	108	CEFX	54398
5	CEFX	54275	57	CEFX	54343	109	CEFX	54400
6	CEFX	54276	58	CEFX	54344	110	CEFX	54401
7	CEFX	54285	59	CEFX	54345	111	CEFX	54402
8	CEFX	54286	60	CEFX	54346	112	CEFX	54403
9	CEFX	54288	61	CEFX	54347	113	CEFX	54404
10	CEFX	54291	62	CEFX	54348	114	CEFX	54407
11	CEFX	54294	63	CEFX	54349	115	CEFX	54408
12	CEFX	54296	64	CEFX	54350	116	CEFX	54410
13	CEFX	54297	65	CEFX	54351	117	CEFX	54411
14	CEFX	54298	66	CEFX	54352	118	CEFX	54412
15	CEFX	54300	67	CEFX	54353	119	CEFX	54413
16	CEFX	54301	68	CEFX	54354	120	CEFX	54416
17	CEFX	54302	69	CEFX	54355			
18	CEFX	54303	70	CEFX	54356			
19	CEFX	54304	71	CEFX	54357			
20	CEFX	54305	72	CEFX	54358			
21	CEFX	54306	73	CEFX	54359			
22	CEFX	54307	74	CEFX	54360			
23	CEFX	54308	75	CEFX	54361			
24	CEFX	54309	76	CEFX	54362			
25	CEFX	54310	77	CEFX	54363			
26	CEFX	54311	78	CEFX	54364			
27	CEFX	54312	79	CEFX	54365			
28	CEFX	54313	80	CEFX	54366			
29	CEFX	54314	81	CEFX	54367			
30	CEFX	54315	82	CEFX	54368			
31	CEFX	54316	83	CEFX	54370			
32	CEFX	54317	84	CEFX	54371			
33	CEFX	54318	85	CEFX	54372			
34	CEFX	54319	86	CEFX	54373			
35	CEFX	54320	87	CEFX	54374			
36	CEFX	54321	88	CEFX	54375			
37	CEFX	54322	89	CEFX	54376			
38	CEFX	54323	90	CEFX	54377			
39	CEFX	54324	91	CEFX	54378			
40	CEFX	54325	92	CEFX	54379			
41	CEFX	54326	93	CEFX	54380			
42	CEFX	54327	94	CEFX	54381			
43	CEFX	54328	95	CEFX	54382			
44	CEFX	54329	96	CEFX	54383			
45	CEFX	54330	97	CEFX	54384			
46	CEFX	54331	98	CEFX	54385			
47	CEFX	54332	99	CEFX	54386			
48	CEFX	54333	100	CEFX	54387			
49	CEFX	54334	101	CEFX	54388			
50	CEFX	54335	102	CEFX	54389			
51	CEFX	54337	103	CEFX	54390			
52	CEFX	54338	104	CEFX	54391			